

BellSouth Telecommunications, Inc.
Alabama Legal Department
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January 20, 2004

VIA HAND DELIVERY

Walter Thomas, Secretary
Alabama Public Service Commission
100 N. Union Street – 8th Floor
RSA Union Building
Montgomery, AL 36104

Re: In the Matter of Implementation of the FCC's Triennial Review Order
PHASE II – Direct Testimony & Exhibits
Docket No. 29054

Dear Mr. Thomas:

Enclosed for filing is the public version of the *Direct Testimony and Exhibits* of the following BellSouth Telecommunications, Inc. witnesses:

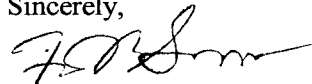
Mr. Kenneth L. Ainsworth	Dr. Debra J. Aron	Dr. Randall S. Billingsley, CFA
Mr. A. Wayne Gray	Mr. Alfred A. Heartley	Mr. Milton McElroy, Jr.
Mr. W. Keith Milner	Mr. Ronald M. Pate	Dr. Christopher Jon Pleatsikas
Mr. John A. Ruscilli	Mr. James W. Stegeman	Ms. Pamela A. Tipton
Mr. Alphonso J. Varner		

Due to the size of this filing and pursuant to your authorization, we are submitting an original and 2 paper copies along with eight (8) copies on CD. The entire filing is also available on the BellSouth website via the following link: <http://bellsouthcorp.com/policy/triennialreview/filings/2004-01-20/>

Information contained in the testimony and/or exhibits associated with Dr. Aron, Mr. Stegeman and Ms. Tipton are **PROPRIETARY** and will be provided to those who have executed the Protective Agreement in this proceeding. Please distribute as needed and return a stamped copy of this cover letter to my office in the envelope provided.

Thank you for your assistance in this matter.

Sincerely,



Francis B. Semmes

FBS/mhs

Enclosures

cc: Honorable John Garner, ALJ (via hand delivery)
Mr. Darrell A. Baker (via hand delivery)
Robin Laurie, Esq.
Mark Wilkerson, Esq.
Edgar C. Gentle, III, Esq.